MARVEL 82 .com

EXILES

WORLD TOUR

HEROES REBORN

J. CALAFIORE & M. MCKENNA '06

Previously in EXILES:

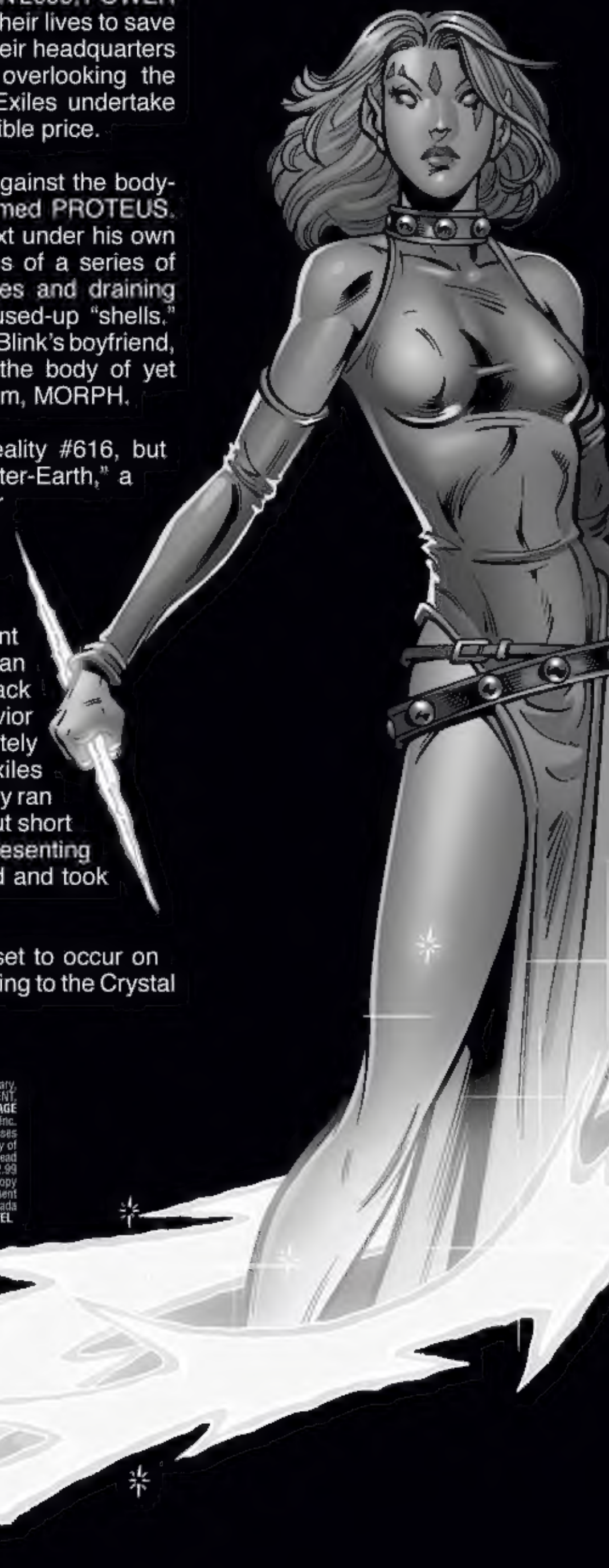
Gathered together from their own separate realities, BLINK, SABRETOOTH, LONGSHOT, SPIDER-MAN 2099, POWER PRINCESS and HEATHER HUDSON risk their lives to save one imperiled Earth after another. From their headquarters in the "Crystal Palace"–an observatory overlooking the countless realities of the Multiverse–the Exiles undertake world-saving missions and often pay a terrible price.

Such is the case with their epic struggle against the body-snatching, reality-warping mutant codenamed PROTEUS. Able to travel from one universe to the next under his own power, Proteus has possessed the bodies of a series of powerful victims, absorbing their memories and draining their life-energies before discarding the used-up "shells." Unfortunately, one of Proteus's victims was Blink's boyfriend, MIMIC. And now Proteus has claimed the body of yet another founding member of the Exiles team, MORPH.

Proteus attempted to return home to Reality #616, but Heather managed to divert him to "Counter-Earth," a replica of planet Earth orbiting on the far side of the sun. There, he encountered the YOUNG ALLIES, a group of heroes working to improve their war-torn world.

Meanwhile, Blink set a plan into motion meant to stop Proteus once and for all. Spider-Man 2099 accompanied Power Princess back to her world, where they acquired behavior modification technology capable of completely altering personalities. When the Exiles attempted their final assault on Proteus, they ran afoul of the Young Allies. The battle was cut short when THE RIP, a composite being representing the forces of Order and Chaos, intervened and took Proteus away.

Now the final showdown with Proteus is set to occur on poor, doomed Counter-Earth which, according to the Crystal Palace computers, must be destroyed!



Exiles (ISSN #1540-0964) **No. 02, August, 2006.** Published Monthly except semi-monthly in February, March, July and August by MARVEL PUBLISHING, INC., a subsidiary of MARVEL ENTERTAINMENT, INC. OFFICE OF PUBLICATION: 417 5th Avenue, New York, NY 10016. **PERIODICALS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES.** © 2006 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. $2.99 per copy in the U.S. and $4.25 in Canada (GST #R127032852) in the direct market and $2.99 per copy in the U.S. and $4.25 in Canada (GST #R127032852) through the newsstand; Canadian Agreement #40668537. **Printed in the USA.** Subscription rate (U.S. dollars) for 12 issues: U.S. $27.00; Canada $37.00; Foreign $39.00. **POSTMASTER: SEND ALL ADDRESS CHANGES TO Exiles, C/O MARVEL SUBSCRIPTION DEPT. P.O. BOX 30520 SALT LAKE CITY, UT 84130-0520. TELEPHONE # (800) 217-9158. FAX # (801) 208-0877. subscriptions@marvelsubs.com.** AVI ARAD, Chief Creative Officer; ALAN FINE, President & CEO Of Marvel Toys and Marvel Publishing, Inc.; DAVID BOGART, VP Of Publishing Operations; DAN CARR, Executive Director of Publishing Technology; JUSTIN F. GABRIE, Managing Editor; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Joe Malmone, Advertising Director, at jmalmone@marvel.com or 212-576-8534. For Marvel subscription inquiries, please call 800-217-9158.

SO MUCH FOR YOUR PLAN, BLINK.

HEROES REBORN WORLD TOUR

CONCLUSION

TONY BEDARD
WRITER
J. CALAFIORE
PENCILER
MARK McKENNA
INKER
TOM CHU
COLORIST
DAVE SHARPE
LETTERER
SEAN RYAN
ASST. EDITOR
NICK LOWE
ASSOC. EDITOR
MIKE MARTS
EDITOR
JOE QUESADA
EDITOR IN CHIEF
DAN BUCKLEY
PUBLISHER

WHAT PLAN?

THAT THING IN SPIDER-MAN'S HAND IS A *BEHAVIOR MODIFICATION* DEVICE. A *BRAIN-WASHER.*

WERE YOU EXPECTING TO TURN THIS *PROTEUS* GUY FROM A KILLER INTO A SAINT?

SOME-THING LIKE THAT. SABRETOOTH, HAS HEATHER REESTABLISHED CONTACT WITH YOU?

SORRY, PUP. THE *TALLUS* STILL AIN'T WORKIN'.

THAT "CHAOS AND ORDER" BEING THAT *TOOK* PROTEUS. YOU SAID IT WAS PART OF YOUR *TEAM?*

SORT OF. THEY'RE A LITTLE HARD TO *EXPLAIN...*

FOR STARTERS, THEY SHARE A BODY THAT SWITCHES BACK AND FORTH FROM MALE TO FEMALE.

SOMETIMES THEY HANG AROUND US, SOMETIMES THEY'RE GONE FOR DAYS.

THINK *HARD*--WHERE IN THE WORLD WOULD THEY HAVE TAKEN *PROTEUS?*

ELSEWHERE...

WE WERE TWO ORDINARY PEOPLE UNTIL THE TRANS-SIDEREAL POWERS OF CHAOS AND ORDER MADE US ONE--

--THE BETTER TO RENDER OUR JUDGMENT FROM *BOTH* POINTS OF VIEW.

YUIR JUDGMENT...?

THIS WORLD IS *NOT* PART OF THE NATURAL ORDER.

THE RAMIFICATIONS OF ITS EXISTENCE HAD TO BE EVALUATED.

AND THANKS TAE *ME*, YE'VE DECIDED EVERYONE HERE MUST *DIE*?

YES.

BRILLIANT.

I TAKE IT WE'LL BE USIN' THESE *NUKES* FOR THE DEED?

NOT "WE." *YOU.*

WE MERELY JUDGE. WE DO NOT CARRY OUT THE SENTENCE.

FINE, FINE. I *PREFER* TAE WORK ALONE, ANYWAY.

AND THESE LOOK FAMILIAR ENOUGH. I TOOK ONE EARLIER FROM SOME *FISH-MEN* TRYIN' TAE BLOW UP YUIR MATES, THE *YOUNG ALLIES.*

SO IT WAS *YOU* WHO ROBBED ME OF MY *FIRST STRIKE!*

THE YOUNG ALLIES ARE A THORN IN MY SIDE. THEIR VAGABOND CITY SHOULD BE A GLOWING *CINDER* RIGHT NOW...

...BUT IT SEEMS *SOMEONE* IS ALWAYS STUPID ENOUGH TO GET IN MY WAY!

THE FISH-MEN SAID THEY WERE SENT BY A QUEEN *DORMA* OF ATLANTIS.

EMPRESS DORMA.

BY THIS TIME NEXT WEEK, ANY SURFACE-WORLDERS LEFT ALIVE WILL PLEDGE THEIR LIVES TO THIS *CROWN.*

I DO BELIEVE YUIR RIGHT. OF COURSE, IT WON'T BE YE WHO *WEARS* IT.

STOP! WHAT ARE YOU--

YEEEAAGHHH!

63 MINUTES LATER...

SCANNERS BACK ONLINE. PROBABILITY-WARP ANOMALY DETECTED.

LOCATION?

ATLANTIC OCEAN, FIVE HUNDRED MILES SOUTHWEST OF BRITISH ISLES.

ATLANTIS. REACTIVATE THE TALLUS.

HEATHER, IS THAT YOU?

SABRETOOTH! HE'S IN ATLANTIS!

WE KNOW. ABOUT AN HOUR AGO, A TSUNAMI ROLLED IN FROM THE ATLANTIC. WE DROPPED OFF THE REFUGEES INLAND, THEN FLEW OUT TO INVESTIGATE.

DID PROTEUS CAUSE THE WAVE?

YEAH, WE'RE PRETTY SURE HE'S RESPONSIBLE...

"...LOOKS LIKE HE *MADE* THE OCEAN FLOOR RISE UP LIKE A ***MOUNTAIN.*** ATLANTIS IS SITTIN' ON THE NEWEST ISLAND IN THE ATLANTIC.

"'COURSE, ATLANTEANS CAN'T BREATHE ***AIR,*** AN' IT LOOKS LIKE PROTEUS KEPT 'EM FROM DIVIN' BACK IN THE DRINK.

"EVEN FROM UP HERE, THE SMELL OF DEAD FISH IS ***AWFUL***...ESPECIALLY SINCE, Y'KNOW...IT ***AIN'T*** FISH..."

EXCUSINGS, HEATHER HUDSON. RECOMMEND EXTRACTION OF EXILES ***IMMEDIATELY.***

YOU WANT TO ***PULL OUT*** NOW? A FEW HOURS AGO YOU WANTED THEM TO DESTROY THE ***PLANET--!***

THAT IS NO LONGER OUR CONCERN.

DESTRUCTION OF COUNTER-EARTH IS NOW ASSURED BY ***OTHER*** MEANS.

BLOOONk

HEATHER WANTS TO PULL US OUT. SHE SAYS PROTEUS IS GONNA *LAY WASTE* TO THIS WHOLE PLANET AND WE'RE TOO LATE TO STOP HIM.

NO. HE'S STILL HERE, OR THE CITY WOULD'VE SANK BACK BENEATH THE SURFACE.

YOU WANT TO CUT AND RUN, BE MY GUEST. BUT I'M NOT CHASING THAT MONSTER TO ONE MORE WORLD. NOT IF I CAN END IT *HERE.*

UM...DID HEATHER SAY EXACTLY *HOW* HE PLANS TO "LAY WASTE"...?

¡MADRE DE DIOS--!

SHUDR

THESE PEOPLE MIGHT'VE WANTED *US* DEAD, BUT I WOULDN'T WISH *THIS* ON ANYONE.

DID THEY EVEN KNOW WHAT *HIT* THEM?

AT LEAST THEIR SUFFERING IS OVER NOW.

HOLY SHOCK!

EEEEEEEYAAAGHHHHH...

...AAAGHHHHHHHHH...

...HHAAUEEEEEEE...*

HA HA! JUST KIDDIN'!

YE SHOULD SEE THE *LOOK* ON YUIR *FACES*...

WELCOME TAE MY *KINGDOM!* DO YE LIKE WHAT I'VE *DONE* WI' THE PLACE?

THE *PREVIOUS* OWNER LET THE PLACE GET A BIT *MUSTY.* I FIGURED IT WAS HIGH T.ME TAE *AIR* IT OUT A BIT

MM. TOUGH CROWD. DID *MORPH* HAVE THIS MUCH TROUBLE GETTIN' A LAUGH OUTTA YE?

AFTER ALL, IT'S *HIS* SENSE O' HUMOR I'M TRYIN' ON FOR SIZE...

MORPH WAS A *DECENT* MAN. DON'T EVEN *PRETEND* YOU HAVE A SHRED OF HIM STILL IN YOU.

IS THIS ANY BETTER? YE ALWAYS LOVED MIMIC'S FACE...

YOU THINK IT'S ATTRACTIVE WATCHING YOU TRASH THE MEMORY OF A DEAD MAN?

BUT CALVIN RANKIN ISN'T REALLY DEAD. HE LIVES ON IN ME!

SO DOES MORPH. THEY ALL DO.

I TRIED TAE TELL YE BEFORE-- CAL S MEMORIES AN' EXPER ENCES ARE NOT LOST.

AN' NEITHER ARE HIS FEELIN'S...

CALVIN COULD NEVER HAVE KILLED ALL THESE PEOPLE.

DINNAE BE SO CERTAIN. HE KILLED PLENTY DURIN' THE MONTHS HE SPENT FIGHTIN' THE BROOD ALONE.

SO MANY HE LOST COUNT.

SHOOOSH

SPEAKIN' OF WHICH.

I PROMISED QUEEN DORMA WHEN I TOOK HER *HAT* THAT I'D SEND HER ***BEST REGARDS*** TAE THE SURFACE-WORLD!

SONUVA--

SPANG

OCH, HOW I LOVE TAE MAKE YE CROSS!

BLINK

LET'S SEE WHAT ELSE I CAN MAKE OF YE...

YOU FORGET--SHE DID NOT COME ALONE!

I DINNAE FORGET YE, LONG-SHOT...

"...WOULD I THROW A WHOLE CITY AT JUST ANYONE?"

SPLUTT

LONGSHOT!

COLT! JOLT! NEVER MIND WHAT HAPPENS *HERE*, YOU HAVE TO STOP THOSE *MISSILES!*

WE'RE ON IT, BUCKY!

BUT...

SHWUMPF

BUT, KID! YOU CAN'T FLY!

I'LL BE FINE, JOLT.

SHWUMPF

" WE CAN TRASH 'EM WITHOUT SETTIN' OFF THE WARHEADS."

SHWUMPF

TWO DOWN, A HUNDRED TO GO!

I HOPE THEY'RE OKAY BACK THERE...

START SHOOTIN' AND DON'T BE SHY ABOUT IT...

PLOOSH

END O' THE LINE, FOLKS!

IF YUIR THE SORT FOR PRAYER, NOW WOULD BE THE TIME...

HONESTLY, LUV, WHAT WERE YE *THINKIN'*?

THE WHOLE ***FRONTAL ASSAULT*** THING ONLY WORKS FOR LONGSHOT

WITHOUT ***HIM***, YE HAD NO CHANCE AGAINST ***ME***.

DINNAE FEEL ***TOO*** BAD, THOUGH-- YE REALLY GAVE IT YUIR BEST SHOT. I'LL REMEMBER YE ***FONDLY***, I WILL.

AND I'LL PLAY ***KING*** O' THIS DYIN' WORLD A BIT LONGER, THEN GO BACK HOME AN SEE WHAT FUN I CAN HAVE ***THERE***.

PITY I CANNAE CONVINCE YE TAE... TAE...

YOU WERE SAYING...?

IS EVERYONE OKAY? WHAT HAPPENED?

MY PLAN HAPPENED, LONGSHOT

PROTEUS NEVER REALIZED THAT WHEN HE STOLE MORPH'S BODY, HE BECAME HIS OWN WORST ENEMY.

LOOKS LIKE PROTEUS *WAS* THE ONLY THING KEEPING THIS PLACE ABOVE SEA LEVEL!

BLINNNNK

BLOOOONK

IF PROTEUS IS *TRAPPED* IN THERE, THEN LET ME *FINISH* HIM.

SABRE-TOOTH, *NO!*

SABRETOOTH...?

WHERE *ARE* WE? WHAT HAPPENED TO *PROTEUS* AND THE *MAESTRO?*

AND WHY THE SCREAMIN' BLUE HECK AM I WEARING A *CROWN?*

WHAT'S *THIS...?*

DON'T TELL ME WE ATE AT *MEDIEVAL TIMES* AND I DRANK A FEW GRAILS TOO MANY...

WHAT GIVES? HE REALLY SOUNDS LIKE *MORPH* AGAIN.

SHUSH. I BLINKED THE *BEHAVIOR-MODIFIER* INTO THAT CROWN. IT *PROGRAMMED* HIM TO ACCESS *ONLY* MORPH'S MEMORIES.

YOU MEAN--

YES. THAT'S STILL PROTEUS, BUT HE TRULY *BELIEVES* HE'S MORPH.

IF YOU KILL HIM, YOU'LL *ONLY RELEASE* HIM. THIS WAY HE'S *TRAPPED* IN A BODY THAT WON'T EVER DETERIORATE!

YOU SNEAKY LITTLE--

VICTOR, *PLEASE*--WE HAVE TO HELP JOLT AND KID COLT STOP THOSE *MISSILES.*

TELL HEATHER TO USE THE *EXCURSION PLATFORM* TO TELEPORT ANY WAR-HEADS THEY MISSED INTO *SPACE!*

THE CRYSTAL PALACE
THREE HOURS LATER

GOTTA HAND IT TO YOU, BLINK, IF ANY PRISON WILL HOLD PROTEUS, IT'S *THIS* ONE.

DON'T EVEN SAY THAT ***NAME*** ANYMORE. LONG AS WE DON'T GIVE HIM REASON TO ***DOUBT*** IT, HE'LL JUST KEEP ACTING LIKE MORPH.

THANKS AGAIN, EXILES. IF YOU HADN'T COME ALONG, WELL, THIS WHOLE MESS OF A PLANET WOULD BE ***DORMA'S*** PROBLEM NOW.

I ONLY WISH HER ***PEOPLE*** HADN'T GOTTEN CAUGHT IN THE CROSSFIRE.

OUR PLEASURE, BUCKY. GOOD LUCK!

HOW CAN YOU IGNORE ***DUTY?***

COUNTER-EARTH ***CONTINUES*** TO DESTABILIZE REALITY SIX-ONE-SIX.

AND WHAT OF ***OTHER*** REALITIES STILL NEEDING REPAIR? A MULTIVERSE ***REMAINS*** IN PERIL!

I CAN'T SPEAK FOR ANYONE ***ELSE,*** BUT I'M WILLING TO STICK AROUND AND FIX THOSE PLACES IF ***YOU'LL*** STAY ON.

I'M IN, TOO, PUP.

I'M IN, LONG AS I GET TO KEEP LAB NOTES.

I STILL WISH TO SUPERVISE YOUR MISSIONS.

AND YOU WILL NEED ALL THE LUCK YOU CAN GET.

HEY, DON'T FORGET ABOUT ME!

NEXT: ASHES TO ASHES